

RECORDATION NO. 24416 FILE 1

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

APR 21 '03 2:00 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 21, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Memorandum of Lease, dated April 7, 2003 a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fifth Third Bank
1404 East Ninth Street
Cleveland, OH 44114

Lessee: Wilmot Transportation
and Logistics, Ltd.
278 Crackel Road
Aurora, OH 44202

A description of the railroad equipment covered by the enclosed document is:
10 gondola railcars DREX 100 – DREX 109 and 25 gondola railcars DREX 110 – DREX 134.

Mr. Vernon A. Williams
April 21, 2003
Page Two

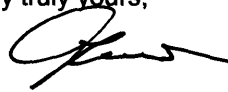
A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord

RWA/anr
Enclosures

EXECUTION COPY

MEMORANDUM OF LEASE

This Memorandum of Lease ("Memorandum") is made and entered into as of April 7, 2003, by and between FIFTH THIRD BANK, an Ohio banking corporation, as Lessor ("Lessor") and WILMOT TRANSPORTATION AND LOGISTICS, LTD., an Ohio limited liability company, as Lessee ("Lessee").

WITNESSETH

1. Lessor has purchased all right, title and interest in and to certain railroad equipment bearing reporting marks as listed on Exhibit "A" hereto ("Equipment") and has entered into that certain Master Equipment Lease ("Lease Agreement") and Equipment Schedule A ("Schedule") with Lessee, each dated as of April 7, 2003, whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the Equipment, effective as of the date first set forth hereinabove and subject to the terms defined in said Lease Agreement.

2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.

3. This Memorandum may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

RECORDATION NO. 24416 FILED

APR 21 '03 2:00 PM

SURFACE TRANSPORTATION BOARD

LESSOR:

FIFTH THIRD BANK

By: *Patrick Myers*
Title: AVP

State of Ohio)
County of) ss

The foregoing instrument was acknowledged before me this 19th day of April, 2003 by PATRICK MYERS, the ASSISTANT VICE PRESIDENT of Fifth Third Bank, an Ohio banking corporation, on behalf of the said corporation.

Sandra E. Bell
Notary Public
Cuyahoga County,
My Commission Expires: 5.29.2006



NOTARY PUBLIC
Sandra E. Bell
Cuyahoga County, Ohio
My Commission Expires 5/29/2006

LESSEE:

WILMOT TRANSPORTATION AND LOGISTICS, LTD.

By: [Signature]
Title: PRESIDENT

State of Ohio)
County of PORTAGE) ss

The foregoing instrument was acknowledged before me this 17th day of April, 2003, by DE WILMOT, the PRESIDENT of Wilmot Transportation and Logistics, Ltd., an Ohio limited liability company, on behalf of the said company.

[Signature]
Notary Public
My Commission Expires: 12-11-05

FRANCES RASSIN, Notary Public
STATE OF OHIO
My Commission Expires December 11, 05

EXHIBIT "A"

EQUIPMENT

	<u>Identification Numbers</u>	<u>Description</u>	<u>Car Type</u>
1	DREX 100- DREX 109	(10) 1978 4000cf rotary dump gondola railcars	Thrall
2	DREX 110- DREX 134	(25) 4550cf rotary dump gondola railcars	Thrall